

APPENDIX 3B

**New issue announcement,
application for quotation of additional securities and agreement**

Information or documents not
documents given to ASX before

ASX as soon as available. Information and
made public.



07024389

Name of entity

SANTOS LTD**SUPPL**

ABN

80 007 550 923

ASX: STO

NASDAQ: STOSY

Securities Exchange Commission: Ref: # 82-34

We (the entity) give ASX the following information.

Part 1 – All issues

1	Class of securities issued or to be issued	Fully paid ordinary shares.
2	Number of securities issued or to be issued (if known) or maximum number which may be issued.	50,000
3	Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)	Consistent with all other ordinary shares on issue.
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes.</p> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p>RECEIVED</p> <p>2007 JUN 13 A 4:00</p> <p>THOMSON FINANCIAL</p> <p>PROCESSED</p> <p>JUN 15 2007</p> </div>
5	Issue price or consideration	\$6.20
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue consequent upon exercise of options granted on 18 June 2005 pursuant to the Santos Executive Share Option Plan.

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7	Dates of entering securities into uncertificated holdings or despatch of certificates	8 June 2007																			
8	Number and class of all securities quoted on ASX (including the securities in clause 2 if applicable)	601,334,407	Fully paid ordinary shares.																		
		6,000,000	Franked Unsecured Equity Listed Securities (FUELS)																		
9	Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td></td><td>Fully paid ordinary shares issued pursuant to the Santos Employee Share Purchase Plan:</td></tr><tr><td>62,900</td><td>(i) held by eligible employees; and</td></tr><tr><td>84,357</td><td>(ii) held by Sesap Pty Ltd as trustee for the benefit of eligible executives.</td></tr><tr><td>46,500</td><td>Executive share plan '0' shares of 25 cents each paid to 1 cent.</td></tr><tr><td>41,500</td><td>Executive share plan '2' shares of 25 cents each paid to 1 cent.</td></tr><tr><td>539,600</td><td>Share Acquisition Rights issued pursuant to the Santos Employee Share Purchase Plan.</td></tr><tr><td>4,511,226</td><td>Executive options issued pursuant to the Santos Executive Share Option Plan.</td></tr><tr><td>83,550</td><td>Fully paid ordinary shares issued pursuant to the vesting of SARs</td></tr></table>		Number	Class		Fully paid ordinary shares issued pursuant to the Santos Employee Share Purchase Plan:	62,900	(i) held by eligible employees; and	84,357	(ii) held by Sesap Pty Ltd as trustee for the benefit of eligible executives.	46,500	Executive share plan '0' shares of 25 cents each paid to 1 cent.	41,500	Executive share plan '2' shares of 25 cents each paid to 1 cent.	539,600	Share Acquisition Rights issued pursuant to the Santos Employee Share Purchase Plan.	4,511,226	Executive options issued pursuant to the Santos Executive Share Option Plan.	83,550	Fully paid ordinary shares issued pursuant to the vesting of SARs
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank equally with existing fully paid ordinary shares.																			

Part 2 – Bonus issue or pro rata issue NOT APPLICABLE

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	

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13	Ratio in which the securities will be offered	<input type="text"/>
14	Class of securities to which the offer relates	<input type="text"/>
15	Record date to determine entitlements	<input type="text"/>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<input type="text"/>
17	Policy for deciding entitlements in relation to fractions	<input type="text"/>
18	Names of countries in which the entity has security holders who will not be sent new issue documents	<input type="text"/>
19	Closing date for receipt of acceptances or renunciations	<input type="text"/>
20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<input type="text"/>
25	If the issue is contingent on security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<input type="text"/>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>

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- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 Despatch date

Part 3 – Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 ☐ If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
- 1 – 1,000
1,001 – 5,000
5,001 – 10,000
10,001 – 100,000
100,001 – and over
- 37 ☐ A copy of any trust deed for the additional securities

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Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought

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39 Class of securities for which quotation is sought

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40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and class of all securities quoted on ASX (including the securities in clause 38)

Number	Class

43 Number and class of all securities not quoted on ASX

Number	Class

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Quotation Agreement

1. Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
2. We warrant the following to ASX.
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty.
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: _____ Date: 8 June 2007
Secretary

Print name: JAMES LESLIE BAULDERSTONE

END